

Midland County
Cheryl Becker
County Clerk
Midland, Texas 79702



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As

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(Parties listed above are for Clerks reference only)

**Examined and Charged as Follows: **

Recording after Aug 2005

52.00

Total Recording:

52.00

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Any provision herein which restricts the Sale, Rent or Use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

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Record and Return To:

TIM TANNICH
21 SADDLE CLUB DR
MIDLAND TX 79705



State of Texas
County of Midland

I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the volume and page of the named RECORDS of Midland County, Texas as stamped hereon.

Cheryl Becker
County Clerk
Midland County, Texas

BY-LAWS
OF
SADDLE CLUB ESTATES HOMEOWNERS ASSOCIATION
(As Amended at a Special Meeting of the Members held September 14, 2010)

Article I.

Section 1.01. Name and Location. The name of the Association organized under the non-profit corporation laws of the State of Texas is and shall be SADDLE CLUB ESTATES HOMEOWNERS ASSOCIATION. The principal office of the Association shall be located in Midland, Midland County, Texas.

Section 1.02. Scope of Business. The Association may, in furtherance of the purposes and objects thereof, engage in any and all businesses authorized by the Articles of Incorporation, but need not engage in all of those businesses.

Section 1.03. Registered Offices. Registered offices may be established and changed from time to time by the Board.

Section 1.04. Agents. Registered agents, officers and attorneys in fact for the purpose of service of process, and for such other purposes as may be required by law or as may be necessary or convenient to the conduct of the business of the Association, shall be appointed and changed from time to time by the Board.

Section 1.05. Management and Control. The business and affairs of the Association shall be managed by the Board, who may exercise all such powers of the Association and do all such lawful acts and things as are directed or required to be done or exercised by the Members not in conflict with statute, the Articles of Incorporation, the Covenants or these By-Laws.

Article II.
DEFINITIONS

Section 2.01. "Association" as that term is used herein shall mean and refer to SADDLE CLUB ESTATES HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2.02. "Properties" when used herein shall mean and refer to that certain real property described in Exhibit "A" to Revised Restrictions and Covenants for Saddle Club Estates Subdivision which document is of record at Volume 666, Page 457 of the Deed Plat Records of Midland County, Texas and which, by this reference, is incorporated herein for all purposes hereof as though it were set forth at length herein.

Section 2.03. "Common Area" or "Common Areas" when used herein shall mean and refer to those areas of land within the Properties so designated on any present or future plat embracing the Properties which areas are reserved for the common use, enjoyment and mutual benefit of

the Owners of the Lots and their guests. Common Areas shall also include utility and drainage easements together with any buildings or facilities situated thereon as shown on any recorded plat embracing all or any portion of the Properties.

Section 2.04. "Lot" or "Lots" when used herein shall mean and refer to any numbered tract(s) or parcel(s) of land (other than the Common Area) shown upon any recorded subdivision plat embracing the Properties.

Section 2.05. "Owner" or "Owners" when used herein shall mean and refer to the record owner(s), whether one or more persons or entities, of the fee simple title to any Lot other than those persons holding an apparent ownership interest in a Lot as security for the performance of an obligation.

Section 2.06. "Covenants" when used herein shall mean and refer to Revised Restrictions and Covenants for Saddle Club Estates Subdivision which are incorporated by reference herein in Section 2.02 hereof.

Section 2.07. "Member" or "Members" when used herein shall mean and refer to a person or persons entitled to membership in Saddle Club Estates Homeowners Association in accordance with the Covenants.

Article III. MEETINGS OF MEMBERS

Section 3.01. Annual meetings. An Annual Meeting of the Members shall be held each year in the month of January. The date, time, and place of the Meeting shall be determined by the Board of Directors.

Section 3.02. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board or upon written request of the Members who are entitled to vote one-fourth (1/4) of all votes.

Section 3.03. Notice of Meetings. Written notice of all meetings of the Members shall be given by the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 30 (thirty) days before the scheduled date of such meeting to each Member entitled to vote thereat, addressed to each Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. The failure of any Member to receive a notice prescribed by this section shall not in and of itself invalidate the meeting.

Section 3.04. Quorum. The Members present at the Annual Meeting shall constitute a quorum for any action.

Article IV
NOMINATION AND ELECTION OF DIRECTORS

Section 4.01. Nomination. Nominations for election of Directors to the Board of Directors (the "Board") shall be made by the Nominating Committee at the annual meeting of the Members. Nominations may also be made from the floor at said annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but it shall not nominate less than the minimum number of vacancies that are to be filled as determined in accordance with Section 4.03 hereof.

Section 4.02. Election. Election to the Board may be by secret written ballot at the discretion of the President. The number of nominees sufficient to fill all the vacancies on the Board who shall receive the most votes shall be the new Directors. Cumulative voting shall not be permitted.

Section 4.03. Number and Term. The maximum number of Directors who may serve on the Board at any one time shall be nine and the minimum number seven. The Board of Directors of the Association shall be elected for one year terms by simple majority vote of the Members of the Association present at the Annual Meeting. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Article V.
MEETINGS OF THE BOARD

Section 5.01. Regular Meetings. The newly elected Board of Directors shall meet within two weeks after the Annual Meeting to elect officers and conduct any other business. Other regular meetings of the Board shall be held monthly at such place and hour as may be fixed by the President. A regular monthly meeting need not be held if the President determines there is no business requiring immediate action by the Board.

Section 5.02. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any five Directors, after not less than three (3) days' notice to each Director.

Section 5.03. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Any act or decision made by a majority of the Directors at a duly held meeting of the Board at which a quorum is present shall be regarded as the act and deed of the Board.

Section 5.04. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board. Each consent signed by all of the

members of the Board in accordance with the provisions hereof shall be filed with the minutes of the meetings of the Board and shall have the same force and effect for all purposes as a unanimous vote of the Board at a meeting thereof lawfully called and held. Any such consent may be in more than one counterpart, so long as each Director signs one of the counterparts.

Section 5.05. Compensation. No Director elected in accordance with these By-Laws shall be entitled to compensation for services rendered to the Association in the capacity of Director, aside from a reimbursement for day-to-day expenses when the transaction of Association business calls for out of pocket expenditures on the part of Directors and/or officers of the Association.

Section 5.06. Organization. The President of the Association, or in his absence any Vice President of the Association, shall preside as Chairman at all regular or special meetings of the Board. The Secretary of the Association or an Assistant Secretary, shall be present at all regular or special meetings of the Board and shall keep written minutes of the meeting. The minutes of each meeting of the Board shall be placed in the minute book of the Association.

Article VI.

POWERS AND DUTIES OF THE BOARD

Section 6.01. Powers. The Board shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities thereon as well as the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction of such rules and regulations, which penalties shall include suspension, after due notice and hearing, of the voting rights of a Member as well as his right and the rights of his family and guests to use the Common Areas.

(b) suspend a Member's voting rights as well as his right to use the Common Areas during any period in which such Member shall be in default in the payment of any assessment or dues levied by the Association.

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, the Covenants or the laws of the State of Texas;

(d) declare the office of a member of the Board to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board; and

(e) hire a manager, independent contractors, or such other employees or personnel as they deem necessary, and to prescribe their duties.

Section 6.02. Duties. It shall be the duty of the Board to:

(a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting of the Members when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote.

(b) supervise all officers, agents, independent contractors and employees of the Association;

(c) fix the amount of dues for each Lot at least thirty (30) days in advance of billing;

(d) send written notice of any change in dues to every Owner subject thereto at least thirty (30) days in advance of billing;

(e) file the lien of the Association against any Lot when dues or assessments are not paid within thirty (30) days after the due date of such dues or assessment or to bring an action at law or in equity against the Owner personally obligated to pay the same;

(f) issue, or cause an appropriate officer to issue, upon request by any person, a certificate setting forth whether any dues or assessment has been paid. A reasonable charge may be charged by the Board for the issuance of such a certificate. If a certificate states that dues or an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(g) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(h) cause any or all officers or employees of the Association having fiscal responsibilities to be bonded, as it may deem appropriate; and

(i) see to it that the Common Area is maintained.

Article VI
OFFICERS OF THE CORPORATION

Section 7.01. General Officers. The General Officers of the Association shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The General Officers severally shall have the qualifications and perform the duties prescribed in these By-Laws, and also shall have and perform such other and further duties as may be assigned to them from time to time by the Board.

Section 7.02. Other Officers. The Board may elect and appoint such other officers, in addition to those designated in Section 7.01, as the Board shall from time to time deem to be

advisable, and who shall have such authority and shall perform such duties as may be prescribed by the Board from time to time.

Section 7.03. Authority and duties. All officers, as between themselves and the Association, shall have such authority and perform such duties in the management of the Association as may be provided in these By-Laws, or, to the extent not so provided, by the Board.

Section 7.04. Election of Officers. The officers of the Association designated hereinabove shall be elected by the Board of Directors as set forth in Article V, Section 5.01.

Section 7.05. Term of Office. Each officer shall hold office until the next regular annual meeting of the Board and until his successor in office shall have been duly elected and shall have qualified or until his earlier death, resignation, retirement or removal from office.

Section 7.06. Delegation. In case of the absence of any officer of the Association, or for any reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, or to any Director, for the time being, except when otherwise provided by law.

Section 7.07. Compensation. No officer enumerated in these By-Laws of the Association shall be entitled to compensation for services rendered by him to the Association.

Section 7.08. Removal of Officers. Any officer elected or appointed by the Board may be removed by the Board for cause or without cause, whenever in its judgement the best interest of the Association would be served thereby.

Section 7.09. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term of office.

Section 7.10. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 7.11. Duties. The duties of the officers are as follows:

President

- (a) The president shall (i) preside at all meetings of the Board, (ii) see to it that orders and resolutions of the Board are carried out, (iii) sign all leases, mortgages, deeds and other written instruments, (iv) co-sign all checks and promissory notes and (v) perform such other duties and have such other duties and such other authority and powers as the Board may from time to time prescribe.

Vice President

(b) The vice president shall act in the place and stead of the president in the event of the absence, inability or refusal to act of the president, and shall exercise such other authorities and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes and proceedings of the Board and of the Members, keep the corporate seal of the Association and affix said seal to all papers requiring it; serve notice of the meetings of the Board and of the members in accordance with these By-Laws; keep appropriate current records showing the names of the Members together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to each of the Members.

Article VIII. COMMITTEES

Section 8.01. Architectural/Building Committee. The President, with the approval of the Board of Directors, shall appoint an Architectural/Building Committee, as provided in the Covenants and whose duties and powers are described therein.

Section 8.02. Nominating Committee. The President, soon after being elected, shall appoint a Nominating Committee to serve until a new Nominating Committee is appointed the following year. The Committee shall consist of a chairman, who is a member of the Board of Directors, and two or more Members.

Section 8.03. Other Committees. The Board may establish any other committees it deems appropriate.

Article IX.
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Covenants (or copies thereof), the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies of said documents may be obtained by Members at their expense.

Article X.
DUES AND SPECIAL ASSESSMENTS

As more fully provided in the Covenants each Member is obligated to pay to the Association dues and special assessments which are secured by a continuing lien upon the Lot against which such dues or assessment is made. Any dues or assessments which are not paid when due shall be delinquent. If any dues or assessment is not paid within thirty (30) days after its due date, the dues or assessment shall bear the maximum legal interest from the date of delinquency, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such dues or assessment. No Owner may waive or otherwise escape liability for the dues or assessments provided for herein by reason of his lack of use of the Common Area or by reason of his abandonment of his Lot.

Article XI.
GENERAL PROVISIONS

Section 11.01. Seal. The Association shall have a seal which shall be a circular disk within which shall be inserted the words SADDLE CLUB ESTATES HOMEOWNERS ASSOCIATION.

Section 11.02. Amendment. Amendments to these By-Laws proposed either by the Board of Directors or by a petition signed by one-fourth (1/4) of the Members of the Association shall be submitted by the President by mail to all Members. Members must have at least thirty (30) days to send their written approval or disapproval of the amendments to the President. In order for an amendment to be approved, at least one-half (1/2) of the Members must have provided a written response and two-thirds (2/3) of those responses must be in favor of approval.

Section 11.03. Conflict. In the case of any conflict between the provisions of the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the provisions contained in the Covenants and these By-Laws, the Covenants shall control.

Section 11.04. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

Section 11.05. Ratification. The Board may in its discretion submit any contract, transaction or act for approval or ratification at any annual meeting of the Members or at any meeting of the Members called for such purpose and any such contract, transaction or act shall be approved or ratified by a majority of a quorum of the Members present in person or by proxy. When so ratified or approved, any such contract, transaction or act shall be as valid and as binding upon the Association and upon all of the Members as though it has been approved or ratified by every Member of the Association.

Section 11.06. Depositories. The funds of the Association shall be deposited in such banks as shall be selected and designated by the Board. Drafts, checks and other orders for the payment or withdrawal of funds on deposit with any such banks shall be signed by such officers or employees, either or both, as required by these By-Laws as the Board shall by resolution from time to time determine.

Section 11.07. Waiver of Notices. Whenever by law, by the Articles of Incorporation, or by these By-Laws, notice is required to be given to any Member, Director or Committee member of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute waiver of notice of such meeting, except where a person attends such meeting for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 11.08. Telephone and Similar Meetings. Members, Directors and Committee members may participate in and hold meetings by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear one another. Participation in such a meeting shall constitute presence of person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 11.09. General. In the absence of any specific provision in these By-Laws with respect to any matter, reference is hereby made to the general corporation laws of the State of Texas governing the existence and operation of the Association.

Dated and executed by the undersigned President of Saddle Club Estates Homeowners Association this the 19th day of October, 2011.

Saddle Club Estates Homeowners Association

BY *Tim W Tannich, President*

Tim W Tannich, President

Midland County Clerk Unofficial Copy

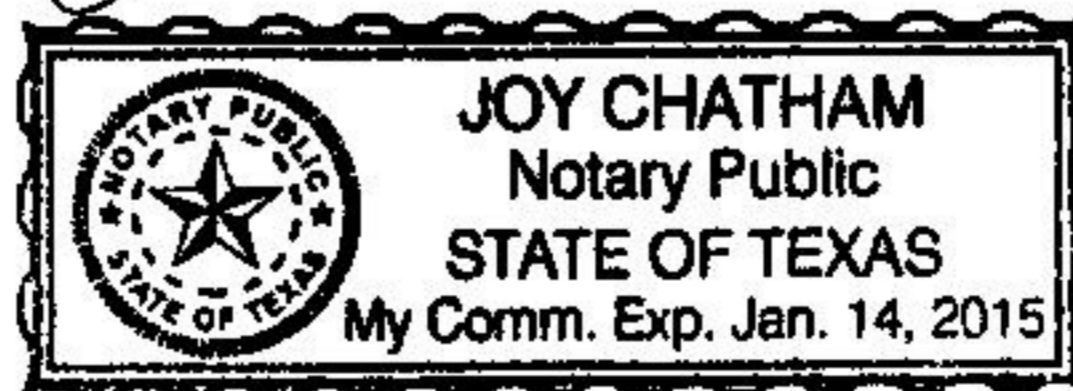
Midland

The State of TEXAS

County of MIDLAND

This instrument was acknowledged before me on the 19th day of October, 2011 by Tim W. Tannich, President of Saddle Club Estates Homeowners Association on behalf of said association.

Joy Chatham



Midland County Clerk Unofficial Copy

Midland